

FEB 22 '12 -3 49 PM

SURFACE TRANSPORTATION BOARD

FIRST UNION RAIL

One O'hare Centre
6250 River Rd, Suite 5000
Rosemont, IL 60018

Tel 847.318.7575
Fax 847.318.7588
www.firstunionrail.com

VIA UPS 2nd DAY AIR

February 20, 2012

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, S.W., Suite 100
Washington, DC 20423-0001
Re: Documents for Rail Recordation

Re: Memorandum of Lease Agreement

Dear Section Chief:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated February 10, 2012, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement duly filed with the Surface Transportation Board under primary Recordation Number 25797.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 N River Road, Suite 5000
Rosemont, IL 60018

Lessee: Heritage Plastics, Inc.
1002 Hunt Street
Picayune, MS 39466

A description of the railroad equipment covered by the enclosed document is for forty (40) hopper cars having FURX and NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,



Marcia Dunne
Senior Rail Documentation Specialist

Enclosures

(HEPL015)

ASSGN. NO.: HEPL015

FEB 22 '12 -3 49 PM

MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

10th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of February, 2012, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Heritage Plastics, Inc. ("Lessee"), a Mississippi corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 16, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 15 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of October 25 2011, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: [Signature]Name: JOHN J. THOMAS
PRESIDENTBy: Susan Gokulsky

Title: _____

Name: SUSAN GOKULSKY
ASSISTANT DIRECTORTitle: OF DOCUMENTATIONExecuted on this 10th day of February, 2012.

[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

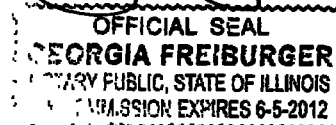
I, GEORGIA FREIBURGER a Notary Public of the County and State aforesaid, certify that JOHN J. THOMAS personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of February, 2012.

My Commission Expires:

6-2012
(Notary Public)

Notary Public



LESSEE:

HERITAGE PLASTICS, INC.

ATTEST:

By: MARY B. LLOYD
Name: Mary B. Lloyd
Title: Accounting Clerk

By: [Signature]
Name: Shane L. Nicholson
Title: Director of Procurement

Executed on this _____ day of _____, _____.

[CORPORATE SEAL]

STATE OF _____

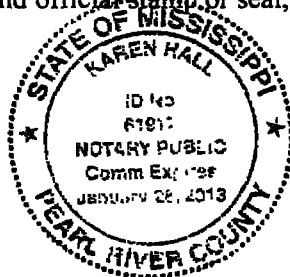
COUNTY OF _____

I, Karen Hall, a Notary Public of the County and State aforesaid, certify that Shane L. Nicholson personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 3rd day of February 2012.

Commission Expires:

January 26, 2013
(Notary Public)



Karen Hall
Notary Public

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Forty (40)

DESCRIPTION OF CARS: Covered Hopper Cars.

CAR NUMBERS:

FURX	878106	NDYX	878050
FURX	878108	NDYX	878053
FURX	878128	NDYX	878056
FURX	878131	NDYX	878059
NDYX	878002	NDYX	878062
NDYX	878008	NDYX	878063
NDYX	878010	NDYX	878064
NDYX	878011	NDYX	878067
NDYX	878012	NDYX	878070
NDYX	878017	NDYX	878073
NDYX	878019	NDYX	878076
NDYX	878021	NDYX	878079
NDYX	878023	NDYX	878080
NDYX	878024	NDYX	878085
NDYX	878025	NDYX	878089
NDYX	878026	NDYX	878090
NDYX	878035	NDYX	878091
NDYX	878037	NDYX	878097
NDYX	878043	NDYX	878098
NDYX	878048	NDYX	878099